IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO. 575 OF 2007
CONNECTED WITH
COMPANY APPLICATION NO. 681 OF 2007

In the matter of Scheme of Amalgamation between Kumar Pressings Unit Private Limited and Kumar Motors Private Limited and their respective sharholders.

Kumar Pressings Unit Private Ltd, Petitioner (Transferor co)

WITH

COMPANY PETITION NO. 577 OF 2007
CONNECTED WITH
COMPANY APPLICATION NO. 682 OF 2007

Kumar Motors Private Limited, .. Petitioner (Transferee co)

Mr. Hemant Sethi, i/b Hemant Sethi & Co for the petitioner.
Ms K.V.Gautam, Dy. O.L..
Ms Heena Shah with Mr G.C.Mishra for R.D. in all the matters.

CORAM: D.B.BHOSALE, J.
DATED: 28th SEPTEMBER, 2007.

P.C.:

1. Heard learned counsel for the parties.

2. The sanction of the court is sought to a scheme of amalgamation under sections 391 to 394 of the Companies Act, 1956.

3. Counsel appearing on behalf of the Petitioner

has stated before the court that insofar as transferor is concerned: (i) all the equity shareholders have granted their consents; (ii) there are no preferential shareholders; and (iii) individual notices were dispatched to all the secured and unsecured creditors in pursuance of the directions issued by this court while dispensing with the convening of the meeting of the secured and unsecured creditors.

4. Insofar as the transferee is concerned, the court has been informed by the learned counsel that:(i) all the share holders have granted their consents;(ii) there are no preferential shareholders; and (iii) individual notices were dispatched to all the secured and unsecured creditors in pursuance of the directions issued by this court while dispensing with the meeting of the secured and unsecured creditors.

5. The Regional Director in paragraph 6 of their affidavit dated 22.8.2007 has sought direction to the transferee company to comply with the provisions of sections 94/97 read with Schedule X of the Companies Act,1956 in respect of filing of necessary forms with the Registrar of the Companies with payment of necessary ROC fees and stamp duty as applicable. This objection deserves to be rejected outright in view of the judgment of the learned Single Judge of this Court in YOU Telecom India PvtLtd and YOU Broadband Networks

India Pvt Ltd, Company Petition Nos.64 and 65 of 2007, decided on 11.4.2007. It is pertinent to note that neither that judgment of the learned Single Judge nor the order based on that judgment, have been challenged by the Regional Director in Appeal or SLP. The objection raised in the present petition, in my opinion, is squarely covered by the said judgment. In the circumstances, the objection is rejected.

6. Upon perusal of the entire material placed on record, the scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to any public policy. None of the parties concerned has come forward to oppose the scheme. Moreover, both the Regional Director and the Official Liquidator have stated that the scheme as proposed is not contrary to the public interest or prejudicial to the interest of share holders or creditors.

7. There is no objection, save and except the one referred to above, to the scheme and since all the requisite statutory compliances have been fulfilled, both the Company Petitions are made absolute in terms of prayer clause (a).

8. The transferee company is directed to lodge a copy of this order and the scheme with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, on the same

within 30 days of obtaining the certified copy and/or authenticated copy of the order.

9. The petitioners in both the petitions to pay cost of Rs.2,500/- each to the Regional Director and to the Official Liquidator in company petition no.575 of 2007. Costs to be paid within four weeks from today.

10. Filing and issuance of the drawn up order is dispensed with.

. All authorities concerned to act on a copy of this order duly authenticated by the Registry.

(D.B.BHOSALE, J.)